

RECORDATION NO. 28275-A FILED

AUG 11 '10 -12 00 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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August 11, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 4-5857 Rider 46

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Rec. No. 28275 and represents a renewal of the lease agreement but with a new lessor.

The name and address of the party to the enclosed document are:

Lessor.	American Railcar Leasing LLC (transferee of ACF Industries LLC) 620 North Second Street St. Charles, Missouri 63301
[Lessee:	Total Petrochemicals USA, Inc. 1201 Louisiana Street, Suite 1800 Houston, Texas 77002]

Section Chief
August 11, 2010
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A description of the railroad equipment covered by the enclosed document is:

222 railcars within the series ACFX 038660 - ACFX 069631 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

AUG 11 '10 -12 00 PM

MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, Shippers Third LLC, and ARL Fifth LLC all with respect to Total Petrochemicals USA, Inc., a Delaware Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

The Lease, among other things, has the following provision:

In order to more fully protect the rights, title and ownership of the Lessor (including its assignees) in the cars hereunder however, the Lessee is granting to the Lessor the lien on and security interest in the cars as set forth as follows. Without prejudice to the Lessor's full and complete ownership, rights, title and interest in and to the cars, in order to secure any and all current and future obligations of the Lessee under this lease, for good and valuable consideration, the Lessee hereby irrevocably grants to the Lessor a continuing lien on and a security interest in (i) the cars together with any proceeds thereof and/or therefrom, including, without limitation, any proceeds and receivables generated from the sale or lease of the cars, and (ii) any insurance claims related to the cars and any proceeds from such claims. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks ACFX, SHPX and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

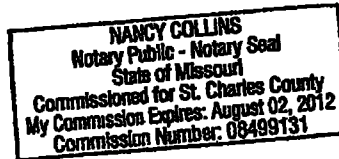
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 46 dtd 12/29/09

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	038660
	Hopper	ACFX	039342
	Hopper	ACFX	039343
	Hopper	ACFX	039344
	Hopper	ACFX	039345
	Hopper	ACFX	039346
	Hopper	ACFX	039347
	Hopper	ACFX	039349
	Hopper	ACFX	039350
	Hopper	ACFX	039351
	Hopper	ACFX	039352
	Hopper	ACFX	039353
	Hopper	ACFX	039358
	Hopper	ACFX	039359
	Hopper	ACFX	039360
	Hopper	ACFX	039361
	Hopper	ACFX	039362
	Hopper	ACFX	039364
	Hopper	ACFX	039367
	Hopper	ACFX	039369
	Hopper	ACFX	039370
	Hopper	ACFX	039371
	Hopper	ACFX	039373
	Hopper	ACFX	039374
	Hopper	ACFX	039375
	Hopper	ACFX	039377
	Hopper	ACFX	039378
	Hopper	ACFX	039379
	Hopper	ACFX	039380
	Hopper	ACFX	039381
	Hopper	ACFX	039382
	Hopper	ACFX	039384
	Hopper	ACFX	039385
	Hopper	ACFX	039386

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 46

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	039387
	Hopper	ACFX	039389
	Hopper	ACFX	039391
	Hopper	ACFX	039392
	Hopper	ACFX	039393
	Hopper	ACFX	039394
	Hopper	ACFX	039395
	Hopper	ACFX	039396
	Hopper	ACFX	039397
	Hopper	ACFX	039398
	Hopper	ACFX	039399
	Hopper	ACFX	039400
	Hopper	ACFX	039403
	Hopper	ACFX	039405
	Hopper	ACFX	039406
	Hopper	ACFX	039407
	Hopper	ACFX	039408
	Hopper	ACFX	039409
	Hopper	ACFX	039411
	Hopper	ACFX	039412
	Hopper	ACFX	039413
	Hopper	ACFX	039416
	Hopper	ACFX	039418
	Hopper	ACFX	039419
	Hopper	ACFX	039420
	Hopper	ACFX	039421
	Hopper	ACFX	039425
	Hopper	ACFX	039427
	Hopper	ACFX	039428
	Hopper	ACFX	039430
	Hopper	ACFX	039431
	Hopper	ACFX	039432
	Hopper	ACFX	039433
	Hopper	ACFX	039435

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 48

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	039436
	Hopper	ACFX	039437
	Hopper	ACFX	039438
	Hopper	ACFX	039439
	Hopper	ACFX	039440
	Hopper	ACFX	039442
	Hopper	ACFX	039444
	Hopper	ACFX	039447
	Hopper	ACFX	039448
	Hopper	ACFX	039449
	Hopper	ACFX	039450
	Hopper	ACFX	039452
	Hopper	ACFX	039453
	Hopper	ACFX	039455
	Hopper	ACFX	039456
	Hopper	ACFX	039457
	Hopper	ACFX	039458
	Hopper	ACFX	039459
	Hopper	ACFX	039460
	Hopper	ACFX	039461
	Hopper	ACFX	039463
	Hopper	ACFX	039464
	Hopper	ACFX	039465
	Hopper	ACFX	039466
	Hopper	ACFX	039468
	Hopper	ACFX	039469
	Hopper	ACFX	039470
	Hopper	ACFX	039471
	Hopper	ACFX	039472
	Hopper	ACFX	039622
	Hopper	ACFX	039641
	Hopper	ACFX	040324
	Hopper	ACFX	040355
	Hopper	ACFX	040356

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 46

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	040358
	Hopper	ACFX	040360
	Hopper	ACFX	040361
	Hopper	ACFX	040363
	Hopper	ACFX	040366
	Hopper	ACFX	040367
	Hopper	ACFX	040368
	Hopper	ACFX	040369
	Hopper	ACFX	040371
	Hopper	ACFX	040372
	Hopper	ACFX	040374
	Hopper	ACFX	040377
	Hopper	ACFX	040378
	Hopper	ACFX	040379
	Hopper	ACFX	040381
	Hopper	ACFX	040382
	Hopper	ACFX	040385
	Hopper	ACFX	040387
	Hopper	ACFX	040388
	Hopper	ACFX	040391
	Hopper	ACFX	040392
	Hopper	ACFX	040394
	Hopper	ACFX	040396
	Hopper	ACFX	040397
	Hopper	ACFX	040399
	Hopper	ACFX	040400
	Hopper	ACFX	041616
	Hopper	ACFX	041624
	Hopper	ACFX	041626
	Hopper	ACFX	064712
	Hopper	ACFX	064714
	Hopper	ACFX	064716
	Hopper	ACFX	064718
	Hopper	ACFX	064719

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 46

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	064722
	Hopper	ACFX	064723
	Hopper	ACFX	064724
	Hopper	ACFX	064725
	Hopper	ACFX	064726
	Hopper	ACFX	064728
	Hopper	ACFX	064729
	Hopper	ACFX	064730
	Hopper	ACFX	064731
	Hopper	ACFX	064732
	Hopper	ACFX	064733
	Hopper	ACFX	064734
	Hopper	ACFX	064735
	Hopper	ACFX	064736
	Hopper	ACFX	064744
	Hopper	ACFX	064757
	Hopper	ACFX	064758
	Hopper	ACFX	064769
	Hopper	ACFX	064785
	Hopper	ACFX	064790
	Hopper	ACFX	064795
	Hopper	ACFX	064799
	Hopper	ACFX	064801
	Hopper	ACFX	064806
	Hopper	ACFX	064912
	Hopper	ACFX	064967
	Hopper	ACFX	064999
	Hopper	ACFX	065090
	Hopper	ACFX	065229
	Hopper	ACFX	065230
	Hopper	ACFX	065231
	Hopper	ACFX	065232
	Hopper	ACFX	065234
	Hopper	ACFX	065235

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 46

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	065236
	Hopper	ACFX	065237
	Hopper	ACFX	065238
	Hopper	ACFX	065239
	Hopper	ACFX	065240
	Hopper	ACFX	065241
	Hopper	ACFX	065243
	Hopper	ACFX	065244
	Hopper	ACFX	065245
	Hopper	ACFX	065246
	Hopper	ACFX	065254
	Hopper	ACFX	065255
	Hopper	ACFX	065256
	Hopper	ACFX	065258
	Hopper	ACFX	065262
	Hopper	ACFX	065265
	Hopper	ACFX	065270
	Hopper	ACFX	065271
	Hopper	ACFX	065272
	Hopper	ACFX	065274
	Hopper	ACFX	065275
	Hopper	ACFX	065278
	Hopper	ACFX	065279
	Hopper	ACFX	065282
	Hopper	ACFX	065284
	Hopper	ACFX	065285
	Hopper	ACFX	065286
	Hopper	ACFX	065287
	Hopper	ACFX	065292
	Hopper	ACFX	065293
	Hopper	ACFX	065294
	Hopper	ACFX	065295
	Hopper	ACFX	065296
	Hopper	ACFX	065299

Schedule A

Equipment

Total Petrochemicals USA, Inc.

Contract 4-5857 rider 46

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Read Numbers</u>
	Hopper	ACFX	065301
	Hopper	ACFX	065305
	Hopper	ACFX	065306
	Hopper	ACFX	065307
	Hopper	ACFX	065308
	Hopper	ACFX	065309
	Hopper	ACFX	065310
	Hopper	ACFX	065313
	Hopper	ACFX	065314
	Hopper	ACFX	065315
	Hopper	ACFX	065316
	Hopper	ACFX	065322
	Hopper	ACFX	065325
	Hopper	ACFX	065328
	Hopper	ACFX	067518
	Hopper	ACFX	068435
	Hopper	ACFX	068505
	Hopper	ACFX	069631

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8 / 11 / 10



Robert W. Alvord